

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
May 28, 2014**

Board Members Present: Ross Conrad, Francisca Drexel, Mary Gill, Kevin Lehman, Jay Leshinsky, Sheila McGrory-Klyza, Louise Vojtisek.

Board Members Absent: Ilaria Brancoli Busdraghi, Tam Stewart,

Others present: Victoria DeWind (staff liaison), Glenn Lower (GM), Reiner Winkler (staff – 8:15)

Board Monitor: Louise.

Call to Order: Jay called the meeting to order at 6:30 pm.

Member's Business:

Jay read Steve Getz's letter of resignation from the Board effective immediately due to his work commitments and relocation to Maine.

Approval of Minutes: On a motion made by Mary, seconded by Sheila, the minutes of April 16, 2014 were approved as amended with all in favor and Francisca, Jay, Kevin and Mary abstaining.

GM Report: Glenn brought the Board up to date on the Co-op Conversations and his idea to form a Long Range Planning Committee to work with him over the summer for Phase 2. The focus would be broader issues than a footprint increase though that would be part of it. This subcommittee would bring information back to the whole Board. There would not be any blueprints or Requests For Proposals included at this time. Meetings would be approximately twice per month. It may or may not include staff. It was agreed to have a first meeting open to all who are interested rather than have a sign up now.

Michael Levine has been assisting Glenn in summarizing the input from the small meetings. So far two themes have emerged to include "what do you think about the Co-op?" and "ideas, questions and challenges". Responses to the first have included the positive - food, community, shopping experience, staff, customer service, the Conversation process – and the less than positive - congested aisles, prices, losing senior discount and the store is already too big. The second theme includes concern for affordability, access to healthy food, outreach and education, the food shelf, physical plant, café, aisles, back room receiving and storage. For products there is meat, deli, packaging, local and organic. For operations there is growth, limits, scale and balance, pre-order, satellite store, green energy and composting, one-stop shopping and offering only in-season produce. There is a pull between the desire by some for more and those who want the Co-op to stay as is.

Trader Joe's opened to great fanfare in Burlington. Sheila said she had gone there, did not like the feel of the store and noted an emphasis on processed and frozen goods, higher local beer prices and cheap conventional produce prices. The Healthy Living manager has expressed support for Trader Joe's as it helps make Dorset Street a shopping destination.

Glenn mentioned the New York Times article about a suit against Kashi cereal for using "natural" in its labelling. They have agreed to stop. It was suggested that the Buying Criteria

Committee could consider their ingredients and if it should be discontinued. Kashi products are widely available elsewhere.

Annual Meeting: Glenn has planned the first 20 minutes to be the business portion of the meeting. The next portion will be a Co-op Conversation with local producers. All 80 Addison County producers were invited to attend. This will be followed with general questions and answers. Snacks provided will be locally produced only.

Board Compensation and Attendance: There was discussion on the need for a policy to go with the compensation approved last year. Consideration was given to tying compensation with attendance as well as a prorated pay for serving partial terms. Some felt that that would motivate people to attend regularly. There were concerns that absence can put a burden on the President. Attendance is an expectation of the position and directors need to take responsibility for notification of their absence. There was consensus that the By-Law for dismissal from the Board after two absences is extreme but it is understood that it is optional and allows for circumstances to be considered.

It was decided that the EC will form policy that creates a clear attendance process with consequences which includes the expectation of responsibility as member-owner representatives.

BDC Charter: The outline of BDC tasks was reviewed and consensus was that it was too much for one committee. Michael Healy recommended, as done by many co-ops, that elections be operationalized. The Board would set the structure and one director would oversee the process with post-election evaluation for possible changes. Glenn suggested that Board recruitment could be a separate committee and the EC is responsible for the annual retreat planning.

The BDC will work on a charter revision for the June meeting with a new monitoring schedule.

(Reiner joined the meeting)

Board Response to Requests for Action: The City Market “decision tree” was considered as a broad outline of how to evaluate requests for Board action on issues. It was agreed that it would be very helpful to receive information before people come to meetings, if possible, to determine if it involves a decision by the Board. Posting this request on the website and in the newsletter as part of the “invite” to bring concerns to the Board will be added. Ross suggested that, if it is a Board issue, not operational, there could be a formalized process to evaluate the impact on the Co-op along with time constraints and other criteria to prioritize action and to make agenda time.

The Communications Committee will write up an article explaining the process and the “decision tree” will be used as is to see how it works and if it needs changing for MNFC’s use.

Executive Committee slate: As all incumbents were re-elected to the Board with 370 ballots voted, on a motion by Mary, seconded by Sheila, the Executive Committee slate of Jay - President, Tam - Vice President, Ross - Treasurer and Louise - Secretary was approved with all in favor. A motion by Ross, seconded by Louise, to appoint R.J. Adler to fill Steve Getz’s seat was approved with all in favor.

GP 7 Monitoring-Trusteeship and Relationship to Member-owners: Consensus was that the Board is meeting the expectations of all three sections of the GP. Reiner said he feels that linkage is greatly improved with the Co-op Conversations and good newsletter articles. The Board decided to continue using the word “membership” in the GP as the term member-owner is used in the title. It was agreed that wherever the term “member-owner” is used that it should be hyphenated for consistency.

Task Assignments: BDC - make its charter revisions
Communications Comm. – request for action process and contacts
Louise will write newsletter article
EC - Board compensation policy

Board Member Orientation: Mary and Glenn will meet with R.J. Adler

Next Meeting – June 25:

EL 4 Monitoring
Calendar
Review GP 3 - Committees
Annual Meeting Follow-up
Long Range Planning Committee

Adjournment: The meeting was adjourned at 8:38pm on a motion by Mary, seconded by Francisca, with all in favor.

Respectfully submitted by Victoria DeWind